

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

Whitney Main, Henry Schmidt, and Daniel Grentz,
individually and as representatives of a class of
similarly situated persons, and on behalf of the
American Airlines, Inc., 401(k) Plan,

Plaintiffs,

v.

American Airlines, Inc., American Beacon Advisors,
Inc., Pension Asset Administration Committee,
Benefits Strategy Committee, Pension Benefits
Administration Committee, and Employee Benefits
Committee,

Defendants.

Case No. 4-16-cv-473-O

**PLAINTIFFS' MOTION FOR APPROVAL OF ATTORNEYS' FEES, EXPENSES,
AND SERVICE AWARDS**

Pursuant to Federal Rule of Civil Procedure 23(h) and Article 7 of the Parties' Class Action Settlement Agreement (ECF No. 127-2), Plaintiffs respectfully move this Court for an order awarding: (1) attorneys' fees in the amount of \$6,600,000 (30% of the Settlement Fund); (2) reimbursement of \$428,375.21 in expenses that Class Counsel incurred in connection with this action; (3) service awards in the amount of \$10,000 to each of the named Plaintiffs (Whitney Main, Daniel Grentz, and Henry Schmidt); and (4) payment of settlement administration expenses in the amount of \$163,604, which includes \$141,104 in expenses for the Settlement Administrator (Analytics Consulting LLC), \$2,500 in expenses for the Escrow Agent (Alerus), and \$20,000 in expenses for the services of Independent Fiduciary (Fiduciary Counselors, Inc.) retained to review the class release on behalf of the Plan. This motion is based on the accompanying Memorandum of Law; the contemporaneously-filed Declaration of Kai Richter and exhibits thereto; the Settlement Agreement; and all files, records, and proceedings in this matter.

Dated: December 22, 2017

Respectfully submitted,

/s/ Kai H. Richter

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ATTORNEYS FOR PLAINTIFFS

CERTIFICATE OF CONFERENCE

I hereby certify that I conferred with respective counsel of record for Defendants with respect to this motion. **Defendants take no position on the motion, pursuant to Paragraphs 7.2 and 7.4 of the Settlement Agreement.**

Date: December 22, 2017

/s/ Kai H. Richter

Kai H. Richter

CERTIFICATE OF SERVICE

I hereby certify that on December 22, 2017, a true and correct copy of **PLAINTIFFS' MOTION FOR APPROVAL OF ATTORNEYS' FEES, EXPENSES, AND SERVICE AWARDS** was served via CM/ECF to the parties registered to the Court's CM/ECF system.

/s/ Kai H. Richter

Kai H. Richter